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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS, THE TIMKEN COMPANY, AND THE TIMKEN CORPORATION  
PROVIDING THE TIMKEN CORPORATION AN ALLOWED GENERAL  
UNSECURED NON-PRIORITY CLAIM PURSUANT TO 11 U.S.C. § 502(h)

(THE TIMKEN COMPANY AND THE TIMKEN CORPORATION)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and The Timken Company and The Timken Corporation (collectively, "Timken") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, The Timken Company, And The Timken Corporation Providing The Timken Corporation An Allowed General Unsecured Non-Priority Claim Pursuant To 11 U.S.C. § 502(h) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and causes of action asserted in the Complaint (as defined below) and to settle, release or compromise such claims and causes of action without further approval of this Court.

WHEREAS, on September 30, 2007, the Reorganized Debtors commenced an adversary proceeding (the "Adversary Proceeding") by filing a complaint (the "Complaint") to avoid and recover certain amounts (the "Transfers") from Timken.

WHEREAS, on December 20, 2011, the Reorganized Debtors and Timken entered into a settlement agreement (the "Settlement Agreement") to resolve the Adversary Proceeding with respect to the Transfers, pursuant to which the Reorganized Debtors and Timken agreed that pursuant to 11 U.S.C. § 502(h) The Timken Corporation should be provided with an allowed general unsecured non-priority claim in the amount as set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and Timken stipulate and agree as follows:

1. Pursuant to 11 U.S.C. § 502(h), The Timken Corporation shall receive an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.
2. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 18th day of January, 2012

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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